



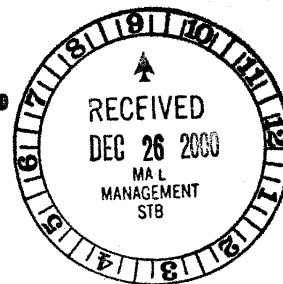
LEXIS Document Services

December 18, 2000

RECORDATION NO. 21077E FILED

DEC 28 '00 4:37 PM

SURFACE TRANSPORTATION BOARD



Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 9, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: CENTRAL SOYA COMPANY
1946 West Cook Road, Ft. Wayne, IN 46818

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: CENTRAL SOYA COMPANY, INC covering 50 covered hopper railcars with reporting marks and numbers - CEFX 152743-152810, NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #21077 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Rebecca Heisler
Administrator

enclosure



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Sincerely,

Rebecca Heisler
Administrator

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9th day of October, 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CENTRAL SOYA COMPANY, INC., an Indiana corporation, with an address at 1946 West Cook Road, Ft. Wayne, Indiana 46818 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

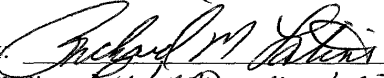
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 3, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on December 17, 1997 as recordation number 21077.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.


I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: RICHARD M. LATINI
Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CENTRAL SOYA COMPANY, INC.

By: 
Name: JOHN L. BAATTEN
Title: VICE PRESIDENT, TRANSPORTATION

RECORDATION NO. _____ FILED

DEC 22 '00 8:27 AM

SURFACE TRANSPORTATION BOARD

Schedule A

| | | |
|----------|---|-----------------------|
| Quantity | Equipment Description | Car Marks and Numbers |
| 50 | 4650 c.f. covered hopper cars with gravity gates and trough hatches | Listed below |

| | Mark | Number | | Mark | Number |
|----|------|--------|----|------|--------|
| 1 | CEFX | 152743 | 26 | CEFX | 152782 |
| 2 | CEFX | 152744 | 27 | CEFX | 152784 |
| 3 | CEFX | 152745 | 28 | CEFX | 152788 |
| 4 | CEFX | 152751 | 29 | CEFX | 152789 |
| 5 | CEFX | 152753 | 30 | CEFX | 152790 |
| 6 | CEFX | 152754 | 31 | CEFX | 152791 |
| 7 | CEFX | 152755 | 32 | CEFX | 152792 |
| 8 | CEFX | 152756 | 33 | CEFX | 152793 |
| 9 | CEFX | 152757 | 34 | CEFX | 152794 |
| 10 | CEFX | 152758 | 35 | CEFX | 152795 |
| 11 | CEFX | 152760 | 36 | CEFX | 152796 |
| 12 | CEFX | 152762 | 37 | CEFX | 152797 |
| 13 | CEFX | 152763 | 38 | CEFX | 152798 |
| 14 | CEFX | 152764 | 39 | CEFX | 152799 |
| 15 | CEFX | 152765 | 40 | CEFX | 152800 |
| 16 | CEFX | 152768 | 41 | CEFX | 152801 |
| 17 | CEFX | 152769 | 42 | CEFX | 152802 |
| 18 | CEFX | 152771 | 43 | CEFX | 152803 |
| 19 | CEFX | 152772 | 44 | CEFX | 152804 |
| 20 | CEFX | 152773 | 45 | CEFX | 152805 |
| 21 | CEFX | 152774 | 46 | CEFX | 152806 |
| 22 | CEFX | 152777 | 47 | CEFX | 152807 |
| 23 | CEFX | 152778 | 48 | CEFX | 152808 |
| 24 | CEFX | 152779 | 49 | CEFX | 152809 |
| 25 | CEFX | 152780 | 50 | CEFX | 152810 |